



**Skagway Child Care Council, Inc.**  
**BY- LAWS**

**ARTICLE ONE  
NAME**

The name of this corporation shall be: Skagway Child Care Council, Inc.

**ARTICLE TWO  
PURPOSE**

The Skagway Child Care Council, Inc. is a non-profit corporation incorporated under the laws of the State of Alaska and created for the purpose of providing education, social interaction, and child care for toddler, preschool, and school age children (0 months-12 years) to enable the parents of such children to work or go to school.

**ARTICLE THREE  
PLACE OF BUSINESS**

The principal office of the corporation shall be located at the Municipality of Skagway's building, located at 2203 23rd Avenue, Skagway, Alaska. The mailing address shall be Post Office Box 419, Skagway, Alaska, 99840. Other offices for the transaction of business may be located at such places as the board of directors may determine.

**ARTICLE FOUR  
BOARD OF DIRECTORS**

**SECTION 1: GENERAL POWERS AND ELECTION:** The affairs of the corporation shall be managed by its Board of Directors. Directors shall be elected or appointed by the Board of Directors. Candidates interested in serving on the Board of Directors must submit a notice of intent no less than 30 days prior to the scheduled annual meeting of the Board of Directors.

**SECTION 2: NUMBER, TERMS OF OFFICE, AND QUALIFICATIONS:** The number of directors shall be not less than three (3) and not more than seven (7). Their terms shall be two years. Each director must be at least twenty-one years of age, must be primary residents of the Municipality of Skagway, and be citizens of the United States. The Board of Directors will strive to include representation from families enrolled in programs operated by the corporation.

**SECTION 3: REGULAR MEETINGS:** Regular board meetings shall be held at least quarterly, at a time and place determined by the Board of Directors.

An annual meeting of the Board of Directors shall be held for the purpose of electing officers and conducting such other business as may come before the Board.

**SECTION 4: SPECIAL MEETINGS:** Special meetings of the board of directors may be led by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

**SECTION 5: NOTICE:** Notice of any special meeting of the Board of Directors shall be given at least one (1) day in advance by written notice delivered personally, by email, or sent by mail to each director at their address as shown in the records of the corporation.

**SECTION 6: ATTENDANCE:** Directors are strongly encouraged to attend every meeting. A director who has received notice of and failed to attend three consecutive regular meetings of the Board, or 50% of all meetings within the preceding year, may be counseled by two or more officers of the Board, who shall make a recommendation to the Board concerning removal or retention, if deemed appropriate.

**SECTION 7: QUORUM:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; however, if less than a majority of the directors are present, a majority of the directors present may adjourn the meeting without further notice.

**SECTION 8: BOARD DECISIONS:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

**SECTION 9: VACANCIES:** A vacancy on the Board of Directors, whether due to resignation, removal, or an increase in the number of directors, shall be filled by a majority vote of the Board of Directors. Directors appointed to fill a vacancy shall serve until the next annual meeting or until a successor is appointed.

**SECTION 10: MEETING FORMAT:** Board meetings may be open or closed at the discretion of the Board of Directors, depending on the nature of the business to be conducted.

**SECTION 11: BOARD AUTHORITY:** The Board of Directors shall have the authority to interpret these by-laws and make determinations necessary for the governance and operation of the corporation.

**SECTION 12: TRANSITIONAL OPERATIONS:** During periods of vacancy or transition, the Board of Directors may take reasonable actions necessary to maintain operations and fulfill the purpose of the corporation.

## **ARTICLE FIVE OFFICERS**

**SECTION 1: OFFICERS:** The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable: such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. The Board of Directors may allow one individual to hold multiple offices as needed, particularly during periods of transition or vacancy.

**SECTION 2: ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.

New offices may be created and filled at any meeting of the Board of Directors. Any vacancy in an officer position may be filled by the Board of Directors at any regular or special meeting. Each officer shall hold office until his/her successor has been duly elected and qualifies, or until such officer resigns, is removed, or is otherwise unable to serve.

**SECTION 3: REMOVAL:** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4: VACANCIES:** A vacancy in any office due to any reason may be filled by the board of directors for the unexpired portion of the term.

**SECTION 5: DUTIES: PRESIDENT:** The president shall preside over all meetings, shall have general supervision over the affairs of the corporation and over other officers, shall sign all contracts of the council and shall perform all other such duties as are incidental to their office. In the case of the absence of the president, the president's duties shall be performed by the vice-president.

**SECTION 6: DUTIES: VICE-PRESIDENT:** The vice-president shall assist the president and preside in the absence of the president.

**SECTION 7: DUTIES: SECRETARY:** The secretary shall be responsible for keeping records of board actions, including overseeing the taking of board minutes at all board meetings, distributing copies of minutes to each board directors and assuring that corporate records are maintained. The secretary shall countersign all deeds, leases and conveyances executed by the corporation.

**SECTION 8: DUTIES: TREASURER:** The treasurer shall oversee all matters pertaining to the finances of

the corporation, make a report at all meetings, assist in the development of an annual budget, help develop fundraising plans and make financial information available to the board members. The treasurer shall oversee the council's bookkeeper that keeps an account of all monies, credit and property of any and every nature of the corporation, which shall come into their hands to keep an account of all monies received and disbursed and of proper vouchers for monies disbursed.

#### **ARTICLE SIX COMMITTEES**

Standing or special committees may be appointed by the president as deemed necessary.

#### **ARTICLE SEVEN ADMINISTRATOR, LITTLE DIPPERS LEARNING CENTER (LDLC)**

LDLC Administrator is hired by the board. The director has day-to-day responsibilities for the learning center including carrying out the learning center's goals and policies in accordance with the State of Alaska child care licensing regulations. The Administrator will attend board meetings as requested by the Board of Directors.

#### **ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**SECTION 1: CONTRACTS:** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**SECTION 2: CHECKS, DRAFTS, OR ORDERS:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be authorized in such manner as determined by resolution of the Board of Directors.

The Board of Directors may designate one or more officers, employees, or agents of the corporation, including contracted bookkeeping or financial service providers, to process and facilitate payments on behalf of the corporation.

The Board of Directors shall maintain oversight of all financial transactions and may establish internal controls, including approval thresholds or dual authorization requirements, as deemed appropriate.

**SECTION 3: DEPOSITS:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**SECTION 4: FUNDS:** All revenues shall be devoted to the carrying out of the general purposes of the corporation.

#### **ARTICLE NINE FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

#### **ARTICLE TEN WAIVER OF NOTICE**

Any notice required to be given to directors under these By-Laws, the laws of the State of Alaska, or the Articles of Incorporation may be waived in writing by the director entitled to such notice, or by their attendance at the meeting, except where attendance is for the express purpose of objecting to the transaction of business due to lack of proper notice.

#### **ARTICLE ELEVEN BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and any committees having and exercising authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors and officers of the corporation.

All books and records of the corporation may be inspected, with the exception of children's records classified as "CONFIDENTIAL", by any director or authorized representative, or their agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE TWELVE AMENDMENTS**

These By-Laws may be amended when necessary by a two-thirds (2/3) majority vote of the Board of Directors.

Proposed amendments must be presented to the Board of Directors at least three (3) days prior to the

meeting at which they will be considered. Amendments may be adopted at any regular or special meeting of the Board of Directors.

### **ARTICLE THIRTEEN CONFLICT OF INTEREST**

**SECTION 1: PURPOSE:** The purpose of this conflict of interest policy is to protect the interests of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction.

**SECTION 2: DEFINITIONS:** A conflict of interest arises when a director or officer has a financial interest, personal interest, or other interest that may influence, or appear to influence, their decision-making on behalf of the corporation.

**SECTION 3: DISCLOSURE:** Any director or officer who has a potential conflict of interest shall disclose the existence and nature of such conflict to the Board of Directors prior to any discussion or vote on the matter.

**SECTION 4: RECUSAL:** After disclosure of a conflict of interest, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. The remaining board members shall determine whether a conflict of interest exists.

**SECTION 5: DECISION MAKING:** The Board of Directors shall exercise due diligence to determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. If a more advantageous arrangement is not reasonably possible, the Board may approve the transaction if it is in the best interest of the corporation.

**SECTION 6: RECORD OF PROCEEDINGS:** The minutes of the Board of Directors shall contain:

- The names of the persons who disclosed or were found to have a conflict of interest
- The nature of the conflict
- Any action taken to determine whether a conflict was present
- The Board's decision regarding the transaction or arrangement

**ARTICLE FOURTEEN  
DISSOLUTION**

At any regular meeting or any special meeting called and noticed for such purpose, the corporation may elect to dissolve by a vote of two-thirds of the Board of Directors. In the event such dissolution is voted, the Board of Directors on behalf of the corporation shall liquidate its assets and distribute them in accordance with the provisions of the Articles of Incorporation.

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